

AMENDMENT TO
MEMORANDUM ON TECHNICAL ASSISTANCE

TOYOTA MOTOR CORPORATION, a corporation organized and existing under the laws of Japan ("Toyota"), and GENERAL MOTORS CORPORATION, a corporation organized and existing under the laws of the State of Delaware ("GM"), hereby agree to amend the MEMORANDUM ON TECHNICAL ASSISTANCE dated February 21, 1984 ("Memorandum"), as follows:

1. The first sentence of paragraph (a) of Section 3.1 of the Memorandum, entitled "Memorandum Term and Termination," is hereby deleted and replaced by the following:

"3.1 (a) This Memorandum shall become effective upon its execution by the parties hereto and shall remain in full force and effect until the dissolution of the JV Company (such period being referred to herein as the "Memorandum Term"). Notwithstanding the foregoing, this Memorandum shall apply to technical information and technical assistance which has been furnished or rendered by Toyota to GM relating to the sale and service of the Licensed Vehicles prior to the effective date of this Memorandum."

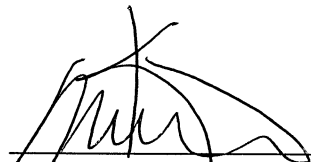
2. This Amendment shall be effective as of February 1, 1997.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed in duplicate by their duly authorized representatives.

TOYOTA MOTOR CORPORATION

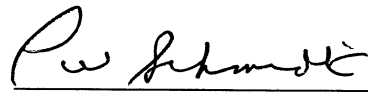
GENERAL MOTORS CORPORATION

By:



Koichiro Noguchi
Director

By:



Paul W. Schmidt
Executive in Charge
NAO Finance